

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PASSPORT INTERNATIONAL
ENTERTAINMENT, LLC, a California Limited
Liability Company,

Civil Action No. 07 CIV 8194
(VM)

Plaintiff,

AFFIRMATION

-against-

HISTORIC FILMS ARCHIVE, LLC, a New York
Limited Liability Company,

Defendant.

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DONNA M. BATES, an attorney duly admitted to practice before this Court, affirms the following under the penalties of perjury:

1. I am an attorney at the law firm of Robinson Brog Leinwand Greene Genovese & Gluck P.C., attorneys for Defendant Historic Films Archive, LLC ("Historic").

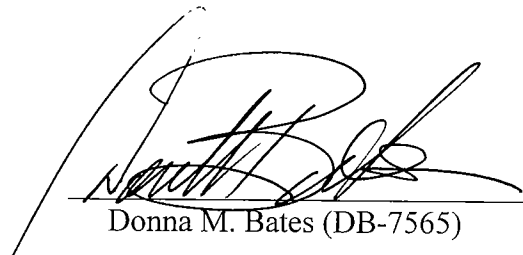
2. This Affirmation is submitted in support of the instant motion pursuant to Fed. R. Civ. P. 12(b)(6) for an Order dismissing the claims set forth in Plaintiff's First Amended Complaint dated October 31, 2007, which is annexed hereto as Exhibit "A."

3. Defendant submits that the First Amended Complaint should be dismissed in its entirety. As more fully set forth in the accompanying Memorandum of Law and Declaration of K. Luan Tran, plaintiff's claims must be dismissed because plaintiff has no standing to bring this action against Historic.

4. Pursuant to the allegations contained in the First Amended Complaint, plaintiff seeks to assert rights by way of a purported assignment of the Stock Footage License Agreement between Defendant and Passport International Productions. Reference to the Stock Footage License Agreement, attached as Exhibit A of the First Amended Complaint, clearly establishes that such assignment is explicitly prohibited by the Stock Footage License Agreement. Plaintiff's attempt to sue on a void assignment therefore fails because plaintiff has no standing.

WHEREFORE, it is respectfully submitted that an Order be entered, dismissing the First Amended Complaint in its entirety.

Dated: New York, New York
December 19, 2007



Donna M. Bates (DB-7565)